

The Annual General Meeting ("AGM") of The Rank Group Plc ("Rank") will be held at TOR, Saint-Cloud Way, Maidenhead SL6 8BN at 11.30am on Wednesday 11 November 2020 (the "Meeting").

**Please note that the Meeting will be held as a closed meeting and shareholders will not be permitted to attend in person.**

If you are an ordinary shareholder, you are entitled to appoint a proxy to vote on your behalf. **Given the restriction on attendance, shareholders should appoint the Chair of the Meeting as their proxy rather than a named person who will not, in the current circumstances, be permitted to attend.**

To appoint a proxy, please detach the form of proxy, complete it as indicated in the notes and return it to Rank's registrar. No postage is required if posted in the United Kingdom using the envelope provided. Please do not return proxy forms to Rank.



### Form of Proxy 2020 AGM

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+ Voting ID

Task ID

Shareholder reference no. +

I/We, the undersigned, being (a) member(s) of The Rank Group Plc ("Rank"), hereby appoint the Chair of the Meeting (see Note 1) as my/our proxy, to attend and vote on my/our behalf at the Annual General Meeting of Rank to be held on Wednesday 11 November 2020 at 11.30am and at any adjournment thereof. The proxy will vote on the resolutions below as I/we have indicated. Shares

Please indicate how you wish your proxy to vote by marking the appropriate boxes in ink like this:

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
<b>All shareholders:</b>							
1. Approval of 2019/20 reports and financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Re-appointment of Ernst & Young LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of 2019/20 directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Remuneration of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Bill Floydd as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Authority to make political donations and political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of John O'Reilly as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Approve 2020 LTIP rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of Tang Hong Cheong as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. Authority to call general meetings on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-election of Chris Bell (senior independent director) as a director*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Independent shareholders only to vote:</b>			
8. Re-election of Steven Esom as a director**	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. Re-election of Chris Bell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-election of Susan Hooper as a director*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. Re-election of Steven Esom as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Re-election of Alex Thursby as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. Re-election of Susan Hooper as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Election of Karen Whitworth as a director*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. Re-election of Alex Thursby as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				22. Election of Karen Whitworth as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* Member of remuneration committee

\*\* Chair of remuneration committee

Date

Signature

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**PLEASE READ THE NOTES BELOW CAREFULLY BEFORE COMPLETING THE PROXY FORM.  
(You can submit your proxy instructions electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk))**

**Notes**

1. Given the UK Government public health restrictions for COVID-19, shareholders and their representatives will NOT be permitted to attend the Meeting in person. You should therefore appoint the Chair of the Meeting as your proxy rather than a named person who will not be permitted to attend. If you appoint any person other than the Chair of the Meeting as your proxy, your vote will not be counted.
2. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the "Shares" box the number of shares in relation to which they are authorised to act as your proxy. If the "Shares" box is left blank then your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. Under normal circumstances, shareholders may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. However, given the restrictions on attendance at the Meeting, you should appoint only the Chair of the Meeting as your proxy rather than appointing one or more named person(s) who will not be permitted to attend.
4. The proxy will vote in accordance with your wishes provided this is clearly indicated on the proxy form. If you appoint a proxy, but do not indicate how they should cast your vote, they will exercise their discretion both as to voting or whether or not to abstain from voting on all resolutions or any other business at the Meeting. An abstention is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.
5. A corporation's form of proxy must be executed under its common seal, or under the hand of its officer or attorney, duly authorised in writing.
6. If you are signing this form on behalf of someone else, the power of attorney (or a notarial certified copy) authorising you to sign must be deposited with this form.
7. In the case of joint holders, any one holder may sign the form.
8. If you wish to submit your proxy appointment electronically, please visit [www.sharevote.co.uk](http://www.sharevote.co.uk), where full instructions on how to do so are given. If you return paper and electronic instructions, those received last by the registrar before the latest time for receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are available to all shareholders; those who use them will not be disadvantaged.
9. CREST members may appoint a proxy or proxies electronically via Equiniti (ID RA19). Messages transmitted through CREST must be lodged no later than Monday 9 November 2020 at 11.30am. You should appoint the Chair of the Meeting as your proxy rather than a named person who will not be permitted to attend.
10. If you submit more than one valid proxy appointment, the appointment received before the latest time for receipt of the proxies will take precedence.

**To be valid, the form of proxy must be signed, dated and received no later than 11.30am on Monday 9 November 2020.  
Once completed, please return the form of proxy to the registrar in the envelope provided.**